

Jan. 4. 2008 2:12PM

N. 1018 P. 1

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Florida Department of State
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Palmetto Audio Holdings, LLC

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**ARTICLES OF ORGANIZATION
OF
PALMETTO AUDIO HOLDINGS, LLC**

These Articles of Organization are submitted for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as the same may from time to time be amended (the "Act").

ARTICLE I - NAME

The name of this limited liability company (the "Company") is Palmetto Audio Holdings, LLC.

ARTICLE II - ADDRESS

The address of the principal office and mailing address of the Company is 7770 S. U.S. 1, Unit J, Bunnell, Florida 32110.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 7770 S. U.S. 1, Unit J, Bunnell, Florida 32110, and the name of its initial registered agent at such address is Carmen G. Davis.

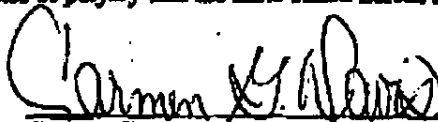
ARTICLE IV - MANAGEMENT OF THE COMPANY

The Company is to be managed by one or more managers and is, therefore, a manager-managed company.

ARTICLE V - LIMITED LIABILITY

Except as otherwise expressly provided by the Act, no member, manager, officer, agent or employee of the Company shall be personally liable for the debts, obligations or liabilities of the Company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, officer, agent or employee of the Company.

IN WITNESS WHEREOF, the undersigned, being an authorized representative of a Member of the Company, has executed these Articles of Organization this 3rd day of January, 2008. In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



Carmen G. Davis
Authorized Representative

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the below named limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is:

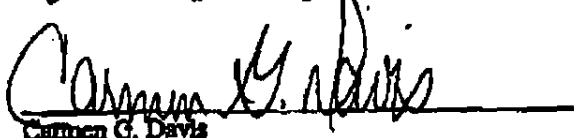
Palmetto Audio Holdings, LLC
2. The name and address of the registered agent and office are:

Carmen G. Davis
7770 S. U.S. 1, Unit J,
Bunnell, Florida 32110

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: January 3, 2008

Signature of Registered Agent


Carmen G. Davis

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